



# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

January 14, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 21204 FILED  
FEB 3 '98 1-50 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of the Net Lease Agreement made as of November 19, 1997 ("**Memorandum**") between the following parties:

Lessee: Consolidated Rail Corporation  
2001 Market Street - 7A  
Philadelphia, PA 19103

Lessor: Consumers Energy Company  
1945 West Parnell Road  
Jackson, MI 49201-8643

The equipment involved in this transaction is as follows:

Equipment: One-hundred ten (110) railcars as more fully described in Schedule A to the Memorandum.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

Eric W. Stoll  
Document Administrator

/es  
Enclosures (2)

FEB 3 '98

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MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of November 19, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of November 19, 1997 ("Lease") between CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessor"), and CONSUMERS ENERGY COMPANY, a Michigan corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor, unless otherwise provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

CONSOLIDATED RAIL CORPORATION

CONSUMERS ENERGY COMPANY

By: Thomas J. McGrawBy: WE GarityPrint Name: THOMAS J. MCGRAWPrint Name: WE GARRITYIts: ASST. TREASURERIts: EXEC MGR - FUELS &  
POWER TRANSACTIONS

**SCHEDULE A**  
**TO THE MEMORANDUM OF LEASE**  
**THE UNITS**

**Description of Units:**

One hundred ten (110), 4,000 cubic foot, 286,000 lb. capacity, roller bearing, twin tub, "Coalporter", open top coal gondola railcars with rotary couplers built by Bethlehem Steel Corporation in 1980 and refurbished by Johnstown America Industries in 1997.

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
1 CR 508002	29 CR 508201	57 CR 508323	85 CR 508428
2 CR 508006	30 CR 508206	58 CR 508338	86 CR 508442
3 CR 508005	31 CR 508207	59 CR 508339	87 CR 508444
4 CR 508011	32 CR 508212	60 CR 508350	88 CR 508449
5 CR 508035	33 CR 508217	61 CR 508354	89 CR 508453
6 CR 508042	34 CR 508223	62 CR 508355	90 CR 508455
7 CR 508055	35 CR 508228	63 CR 508359	91 CR 508465
8 CR 508063	36 CR 508230	64 CR 508369	92 CR 508472
9 CR 508069	37 CR 508235	65 CR 508371	93 CR 508481
10 CR 508080	38 CR 508236	66 CR 508373	94 CR 508483
11 CR 508082	39 CR 508241	67 CR 508377	95 CR 508486
12 CR 508083	40 CR 508254	68 CR 508380	96 CR 508492
13 CR 508086	41 CR 508257	69 CR 508381	97 CR 508503
14 CR 508089	42 CR 508262	70 CR 508382	98 CR 508511
15 CR 508092	43 CR 508265	71 CR 508383	99 CR 508514
16 CR 508098	44 CR 508270	72 CR 508391	100 CR 508523
17 CR 508112	45 CR 508276	73 CR 508401	101 CR 508529
18 CR 508122	46 CR 508278	74 CR 508406	102 CR 508531
19 CR 508131	47 CR 508283	75 CR 508403	103 CR 508533
20 CR 508133	48 CR 508285	76 CR 508408	104 CR 508535
21 CR 508137	49 CR 508293	77 CR 508413	105 CR 508542
22 CR 508145	50 CR 508298	78 CR 508415	106 CR 508545
23 CR 508147	51 CR 508300	79 CR 508418	107 CR 508549
24 CR 508161	52 CR 508301	80 CR 508419	108 CR 508558
25 CR 508178	53 CR 508305	81 CR 508421	109 CR 508565
26 CR 508192	54 CR 508306	82 CR 508422	110 CR 508581
27 CR 508196	55 CR 508314	83 CR 508424	
28 CR 508200	56 CR 508318	84 CR 508426	

COMMONWEALTH OF PENNSYLVANIA )  
 ) S.S.  
COUNTY OF PHILADELPHIA )

On JANUARY 5, 1998, before me, S.J. Rossomando, personally appeared  
THOMAS L. MCGRAW, Asst. Treasurer of CONSOLIDATED RAIL  
CORPORATION,

X personally known to me -OR-

— proven to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

S.J. Rossomando  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MICHIGAN )  
 ) S.S.  
COUNTY OF Jackson )

On December 23, 1997, before me, Julie A. Shafley, personally appeared  
W E Garrity, Executive Manager of CONSUMERS  
ENERGY COMPANY,

— personally known to me -OR-

✓ proven to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Julie A. Shafley  
SIGNATURE OF THE NOTARY

[Notary Seal]

My commission expires: 6/19/2000